

**IN THE UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
AT NASHVILLE**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

v.

CAPWEALTH ADVISORS, LLC *et al*

Defendants.

Case No. 3:20-cv-01064

**Judge Waverly D. Crenshaw
Jr./Magistrate Judge Jeffrey S.
Frensley**

JURY DEMAND

SECOND DECLARATION OF PHOEBE VENABLE

Phoebe Venable declares and states as follows from her own personal knowledge:

1. I am the chief executive officer of CapWealth Advisors, LLC (“CapWealth”).

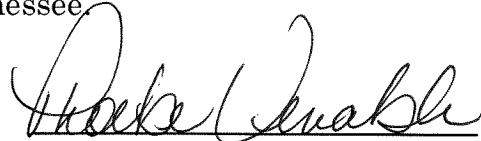
2. I have reviewed the Declaration of Chris Anthony.

3. Mr. Anthony’s Declaration does not accurately state the charges Stern Agree published to CapWealth for mutual fund transactions. I have attached as Exhibit 1 hereto the Clearing Agreement between Sterne Agree and CapWealth. As the 42nd page of Exhibit 1 states, Sterne Agee originally imposed a charge of \$13 per mutual fund transaction. Although the amount of the charge changed over time, the Clearing Agreement nowhere exempts a conversion of a mutual fund share from one class to another from this charge.

4. That Mr. Anthony can find a few transactions where the initial clearing charge of \$13 per transaction was not collected is not surprising. CapWealth's representatives, on occasion, sought and obtained from Sterne Agee's trading desk a waiver of this fee in specific cases. That Sterne Agee agreed to waive the standard charge in these isolated instances in no way supports Mr. Anthony's apparent position that Sterne Agee would have converted all of the mutual fund shares that CapWealth's clients owned for no cost.

I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct.

Executed March 14, 2022, at Franklin, Tennessee.


Phoebe Venable

CERTIFICATE OF SERVICE

I certify that the foregoing is being filed via the Court's ECF system, which is expected to deliver a copy by electronic means to the following on this 14th day of March 2022:

M. Graham Loomis
Kristin W. Murnahan
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s/Eugene N. Bulso, Jr.
Eugene N. Bulso, Jr.